

**ARTICLES OF INCORPORATION OF
LOUISVILLE ENTREPRENEURSHIP ACCELERATION PARTNERS, INC.**

The undersigned Incorporator, Patrick Henshaw, executes these Articles of Incorporation (these "Articles") for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky, with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provisions, in accordance with the following provisions:

ARTICLE IName

The corporation's name is Louisville Entrepreneurship Acceleration Partners, Inc. (the "Corporation").

ARTICLE IIPurposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code (or its successor provision). The Corporation shall receive contributions and fees, and shall distribute its funds for public, charitable, educational and/or scientific purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts (the "Act"), KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Sections (a), (b), (c), (d) and, if applicable, (e) of this ARTICLE II.

(b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. If Section 4945 of the Code is applicable to the Corporation, the Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code. If Section 4945 of the Code is not applicable to the Corporation, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section

501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) The Corporation shall conduct such activities and programs as are in furtherance of and consistent with the general and controlling purposes and limitations set forth in this ARTICLE II, including:

i) To cultivate, accelerate and promote the formation of business, creation of jobs and assist in the revitalization of the greater Louisville and Southern Indiana region;

ii) To foster and strengthen a grassroots and inclusive entrepreneurial and innovation ecosystem in the greater Louisville region;

iii) To provide entrepreneurs with an educational forum for sharing and discussing their business challenges, obtaining and providing mentorship opportunities, and facilitating access to capital and the other tools and services entrepreneurs need to grow and prosper;

iv) To develop angel network meetups, educational events, webinars, and workshops in the greater Louisville region;

v) To increase local, regional and national awareness of the greater Louisville region's entrepreneurial ecosystem;

vi) To accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator; and

vii) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of the Act, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c)(3) of the Code.

(e) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

WT&C Corporate Services, Inc.
500 W. Jefferson St., Suite 2800
Louisville, KY 40202

ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

300 E. Market Street, Suite 300
Louisville, KY 40202

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Member

While not required, the Corporation may have such members, with such voting rights, as are set out in the Corporation's Bylaws.

ARTICLE VII

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members nor more than fifteen (15) members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of seven (7) persons who shall serve until their successors are elected and qualified. The names and addresses of the initial Directors are:

Tammy York Day
300 E. Market Street, Suite 300
Louisville, KY 40202

William Metcalf
300 E. Market Street, Suite 300
Louisville, KY 40202

Rebecca Brown Rice
300 E. Market Street, Suite 300
Louisville, KY 40202

Robert Saunders
300 E. Market Street, Suite 300
Louisville, KY 40202

Robert Keynton
300 E. Market Street, Suite 300
Louisville, KY 40202

Jacqueline Willmot
300 E. Market Street, Suite 300
Louisville, KY 40202

Kent Lanum
300 E. Market Street, Suite 300
Louisville, KY 40202

Each Director shall continue as Director as provided in the Bylaws.

ARTICLE VIII

Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any corporation or other legal entity of which any of its Directors is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a Director who holds such a position or who has or may have such an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum. In addition to the foregoing, the Corporation shall have and maintain a conflict of interest policy applicable to its officers and Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE IX

Indemnification

(a) To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation shall indemnify each Director, officer or member of a committee of the Corporation (each, an "Indemnitee") against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines and amounts paid in settlement (collectively, a "Liability"), incurred by such Indemnitee in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such Indemnitee is, or is threatened to be made, a party because such Indemnitee is or was a Director, officer or member of a committee of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, member of a committee, or partner, of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(b) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by an Indemnitee who is a party to a proceeding in advance of final disposition of such proceeding.

(c) The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE IX with respect to any Indemnitee shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation (i) not be deemed exclusive of other rights, if any, to which such Indemnitee seeking such indemnification or advancement may be entitled under any Bylaw, agreement, action of disinterested Directors, or otherwise, as to any action by such Indemnitee in the official capacity of such Indemnitee or as to any action of such Indemnitee in any other capacity, (ii) continue to a person or organization, as the case may be, who has ceased to be a Director, officer or member of a committee of the Corporation, and (iii) inure to the benefit of the successors, heirs, executors, and administrators of such person or organization.

(d) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of an individual or organization who is or was a Director, officer or member of a committee of the Corporation, or who, while a Director, officer or member of a committee of the Corporation, is or was serving at the request of the Corporation as a member, director, officer, member of a committee, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such member, Director, officer or member of a committee in that capacity or arising from such member, Director, officer or member of a committee's status as a Director, officer or member of a committee whether or not the Corporation would have power to indemnify such Director, officer or member of a committee against the same Liability under the provisions of this ARTICLE IX.

(e) Any repeal or modification of this ARTICLE IX by the Board of Directors shall not adversely affect any right or protection of a Director, officer or member of a committee of the Corporation under this ARTICLE IX with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X

Dissolution

Dissolution of the Corporation shall be accomplished in accordance with the Act or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all remaining

assets by distributing such assets to one or more organizations described in Section 501(c)(3) of the Code, with such assets to be used in a manner that is consistent with the general purposes set out above in ARTICLE II. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of Jefferson County, Kentucky, in the manner described above.

ARTICLE XI

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- (c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this ARTICLE XI to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this ARTICLE XI shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

Amendment

These Articles shall be adopted, and may be amended or repealed, with the approval of two-thirds of the Board of Directors.

ARTICLE XIII

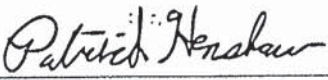
Incorporator

The name and address of the Incorporator is:

Patrick Henshaw
300 E. Market Street
Louisville, KY 40202

[Signature page follows]

Signed by the Incorporator in Louisville, Kentucky, effective this 20 day of June, 2019.



Patrick Henshaw

THIS INSTRUMENT PREPARED BY:



Michael N. Fine
WYATT, TARRANT & COMBS, LLP
500 West Jefferson Street
Suite 2800
Louisville, KY 40202-2898

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14A.4-010, the undersigned as the initial registered agent identified of Louisville Entrepreneurship Acceleration Partners, Inc., hereby consents to serve said corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Business Corporation Act.

WT&C CORPORATE SERVICES, INC.

By: Maggie Weibel
Maggie Weibel, Secretary